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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]
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Debtors. : Jointly Administered
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 10589
(SPANSION LLC AS ASSIGNEE OF SUCH PROOF OF CLAIM FROM
AMD INTERNATIONAL SALES & SERVICE, LTD)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Spansion LLC ("Spansion") as assignee of the Claim (defined below) from AMD International Sales & Service, Ltd ("AMD") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10589 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 25, 2006, AMD filed proof of claim number 10589 against Delco Electronics Overseas Corporation ("Delco"), asserting an unsecured non-priority claim in the amount of \$136,561.72 (the "Claim"); and

WHEREAS, AMD subsequently transferred the Claim to Spansion, as evidenced by that certain Notice of Transfer filed on October 16, 2007 (Docket No. 10622); and

WHEREAS, on October 26, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection"); and

WHEREAS, on November 20, 2007, Spansion filed a Response to the Twenty-Second Omnibus Claims Objection (Docket No. 11007) (the "Response"); and

WHEREAS, on January 6, 2008, to resolve the Twenty-Second Omnibus Claims Objection with respect to the Claim, Delco and Spansion entered into a

settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Delco acknowledges and agrees that the Claim shall be allowed against Delco in the amount of \$33,973.92 as a general unsecured non-priority claim; and

WHEREAS, Delco is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Spansion stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$33,974 and shall be treated as an allowed general unsecured non-priority claim against Delco.
2. The Response is hereby withdrawn.
3. The Stipulation does not impact, alter or affect any other proofs of claim that AMD or Spansion have filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
February 6, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,

By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

[signatures concluded on following page]

Dated: Sunnyvale, California
February 6, 2008

SPANSION LLC,
By its Counsel,

/s/ Paul D. Vineis
PAUL D. VINEIS
950 DeGuigne Drive, MS 251
Sunnyvale, California 94088
(408) 616-1805

SO ORDERED

This 25th day of February, 2008
in New York, New York

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE